

# EXHIBIT A

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**UBS FINANCIAL SERVICES INCORPORATED OF PUERTO RICO**  
**WITH AND INTO**  
**UBS FINANCIAL SERVICES INC.**

Pursuant to Section 253 of the Delaware General Corporation Law (the “**DGCL**”) and Section 3733 of the General Corporations Act (2009) of Puerto Rico (the “**PRGCA**”), **UBS FINANCIAL SERVICES INC.**, a Delaware corporation (the “**Parent**”), does hereby certify to the following information relating to the merger (the “**Merger**”) of **UBS FINANCIAL SERVICES INCORPORATED OF PUERTO RICO**, a Puerto Rico corporation (the “**Subsidiary**”), with and into the Parent, with the Parent remaining as the surviving corporation:

1. The name of the Parent is UBS Financial Services Inc., a Delaware corporation with File No. 719006, and the name of the Subsidiary is UBS Financial Services Incorporated of Puerto Rico, a Puerto Rico corporation with Registration No. 41392.

2. The Parent owns all (100%) of the outstanding shares of each class of capital stock of the Subsidiary.

3. The Board of Directors of the Parent, by resolutions duly adopted at a meeting held on June 28, 2021, determined to merge the Subsidiary with and into the Parent pursuant to Section 253 of the DGCL and Section 3733 of the PRGCA. A copy of the resolutions duly adopted at the meeting of the Board of Directors of the Parent held on June 28, 2021 is attached hereto as **Exhibit “A”**.

4. The Board of Directors of the Subsidiary, by resolutions duly adopted at a meeting held on June 15, 2021, determined to merge the Subsidiary with and into the Parent pursuant to Section 253 of the DGCL and Section 3733 of the PRGCA. A copy of the resolutions duly adopted at the meeting of the Board of Directors of the Subsidiary held on June 15, 2021 is attached hereto as **Exhibit “B”**.

5. The Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the Parent and the Subsidiary in accordance with the DGCL and the PRGCA.

6. The executed Agreement of Merger is on file at 1200 Harbor Boulevard, Weehawken, NJ 07086, the place of business of the Parent.

7. A copy of the Agreement of Merger will be furnished by the Parent on request, without cost, to any stockholder of any of the constituent corporations.

8. The Parent shall be the surviving corporation of the Merger.

9. The Certificate of Incorporation of the Parent, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.

10. The Parent agrees that it may be served with process in the Commonwealth of Puerto Rico in any proceeding for enforcement of any obligation of any constituent corporation of the Commonwealth of Puerto Rico, as well as the enforcement of any obligation of the Parent arising from the Merger, and irrevocably appoints the Secretary of State of the Commonwealth of Puerto Rico as its agent to accept services of process in any such suit or proceeding. The Secretary of State of the Commonwealth of Puerto Rico shall mail a copy of any such process to: UBS Financial Services Inc. c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808.

11. This Certificate of Ownership and Merger and the Merger shall become effective on **July 31, 2021**.

[Signature page follows]

IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be signed by an authorized officer on the 14 of July, 2021.

**UBS FINANCIAL SERVICES INC.**

By: 

Name: Jason Chandler

Title: President

**EXHIBIT “A”**

**UBS FINANCIAL SERVICES INC.**

**Assistant Secretary's Certificate**

I, Sheryl Milgraum, Assistant Secretary of UBS Financial Services Inc., a Delaware Corporation (the "Corporation"), DO HEREBY CERTIFY as follows:

The Board of Directors of the Corporation adopted the following resolutions at a meeting of the Corporation held on June 28, 2021 :

**WHEREAS**, the Board of Directors (the "Board") of UBS Financial Services Inc., a Delaware corporation (the "Company") has determined that the merger (the "Merger") of UBS Financial Services Incorporated of Puerto Rico, a Puerto Rico corporation and wholly-owned subsidiary of the Company ("UBS FS PR"), with and into the Company pursuant to Section 253 of the Delaware General Corporation Law and Section 3733 of the General Corporations Act (2009) of Puerto Rico, is in the best interests of the Company and its shareholders; and

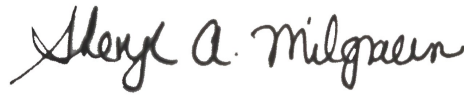
**WHEREAS**, in connection with the Merger, the Board of the Company and the board of directors of UBS FS PR and their respective counsel have prepared an Agreement of Merger for the Merger (the "Merger Agreement"), and have reviewed the terms and conditions thereof.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby authorizes, adopts and approves the Merger Agreement and any other agreement of merger substantially similar as to form and substance as the Merger Agreement (each such agreement is referred to hereinafter as the "Merger Agreement"), the Merger and the other transactions contemplated thereby and approves the execution, delivery and performance of the Merger Agreement, the consummation of the Merger and the consummation of the other transactions contemplated by the foregoing;

**BE IT FURTHER RESOLVED**, that, upon consummation of the Merger, each share of common stock of UBS FS PR issued and outstanding immediately prior to the effectiveness of the Merger shall be automatically converted (without the surrender of stock certificates or any other action) into one validly issued, fully paid and non-assessable share of common stock of the Company, and all shares of common stock of UBS FS PR shall be automatically cancelled and retired and shall cease to exist; and

**BE IT FURTHER RESOLVED**, that the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to make all such arrangements, to do and perform all such acts and things, and to make, execute and deliver all such agreements, certificates (including without limitation, Certificates of Ownership and Merger setting forth a copy of these resolutions), and such other instruments and documents as they may deem necessary, advisable or appropriate in order to fully effectuate or to carry out the purpose and intent of the foregoing resolutions and the transactions contemplated by the Merger Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand this 29<sup>th</sup> day of June, 2021.

A handwritten signature in black ink, reading "Sheryl A. Milgraum". The signature is written in a cursive style with a large, stylized initial 'S'.

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Sheryl Milgraum  
Assistant Secretary

**EXHIBIT “B”**



**UBS FINANCIAL SERVICES INCORPORATED OF PUERTO RICO**

**Certificate of the Secretary**

I, Cheryl A. Grassmann, a duly elected, qualified and acting Secretary of UBS Financial Services Incorporated of Puerto Rico, a corporation organized and existing under the laws of the Commonwealth of Puerto Rico (the "Corporation"), **DO HEREBY CERTIFY** that the Board of Directors of the Corporation adopted the following resolutions at a meeting of the Board held on June 15, 2021 and that such resolutions are still in full force and effect:

**WHEREAS**, the Board of Directors (the "Board") of UBS Financial Services Incorporated of Puerto Rico, a Puerto Rico corporation, (the "Company") has determined that the merger (the "Merger") of the Company with and into UBS Financial Services Inc., a Delaware corporation and the sole shareholder of the Company ("UBS FS"), pursuant to Section 253 of the Delaware General Corporation Law and Section 3733 of the General Corporations Act (2009) of Puerto Rico, is in the best interests of the Company and its shareholder; and

**WHEREAS**, in connection with the Merger, the Board of the Company and the board of directors of UBS FS and their respective counsel have prepared an Agreement of Merger for the Merger (the "Merger Agreement"), and have reviewed the terms and conditions thereof.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby authorizes, adopts and approves the Merger Agreement and any other agreement of merger substantially similar as to form and substance as the Merger Agreement (each such agreement is referred to hereinafter as the "Merger Agreement"), the Merger and the other transactions contemplated thereby and approves the execution, delivery and performance of the Merger Agreement, the consummation of the Merger and the consummation of the other transactions contemplated by the foregoing;

**BE IT FURTHER RESOLVED**, that, upon consummation of the Merger, each share of common stock of the Company issued and outstanding immediately prior to the effectiveness of the Merger shall be automatically converted (without the surrender of stock certificates or any other action) into one validly issued, fully paid and non-assessable share of common stock of UBS FS, and all shares of common stock of the Company shall be automatically cancelled and retired and shall cease to exist; and

**BE IT FURTHER RESOLVED**, that the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to make all such arrangements, to do and perform all such acts and things, and to make, execute and deliver all such agreements,

certificates, and such other instruments and documents as they may deem necessary, advisable or appropriate in order to fully effectuate or to carry out the purpose and intent of the foregoing resolutions and the transactions contemplated by the Merger Agreement.

**IN WITNESS WHEREOF** I have hereunto signed my name this 15<sup>th</sup> day of June, 2021.

*Cheryl A. Grassmann*

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Cheryl A. Grassmann, Secretary

UBS Financial Services Incorporated of  
Puerto Rico